

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

CMG WORLDWIDE, INC., an Indiana Corporation and MARILYN MONROE, LLC, a Delaware Limited Liability Company,)
)
)
Plaintiffs,)
)
v.) Cause No.:1:05-cv-0423-DFH-WTL
)
)
BRADFORD LICENSING ASSOCIATES, THE SHAW FAMILY ARCHIVES, Ltd., a New York Corporation, JAMES E. DOUGHERTY, and VALHALLA PRODUCTIONS, LLC, a Maine Limited Liability Company,)
)
)
Defendants.)

PLAINTIFFS' RESPONSE TO DEFENDANT BRADFORD LICENSING ASSOCIATES' 12(B)(2) MOTION TO DISMISS PLAINTIFFS' COMPLAINT FOR LACK OF PERSONAL JURISDICTION

Plaintiffs CMG Worldwide, Inc. ("CMG"), and Marilyn Monroe LLC ("Marilyn Monroe"), by counsel, respectfully submit the following Response to Defendant Bradford Licensing Associates' ("Bradford") 12(b)(2) Motion to Dismiss Plaintiffs' Complaint for Lack of Personal Jurisdiction.

I. INTRODUCTION

The effect of Bradford's infringement of Plaintiffs' rights and interests in the Monroe Intellectual Property Rights and the effects of Bradford's tortious conduct toward Plaintiffs have been felt mainly and directly in Indiana, CMG's home forum and the situs from which the Monroe Intellectual Property Rights are advertised, marketed, promoted, and licensed on a worldwide basis for Marilyn Monroe LLC. Under the controlling law of this Circuit, personal

jurisdiction over an out-of-state defendant is appropriate when its tortious conduct outside of the state causes injury to a plaintiff within the forum state. This is precisely what happened here – Bradford's conduct has harmed both CMG and Marilyn Monroe LLC in Indiana. Accordingly, Bradford is subject to personal jurisdiction in this Court.

II. JURISDICTIONAL FACTS

Plaintiff CMG is a corporation organized under the laws of this State and maintains its principal place of business in Hamilton County. Second Amended Complaint (“SAC”) at ¶ 1. Similarly, Plaintiff Marilyn Monroe LLC is a business entity organized and existing pursuant to the laws of the State of Delaware, maintaining its principal place of business in Indiana through CMG, its exclusive licensing and business representative. *Id.* at ¶ 2. Marilyn Monroe LLC is the proprietor of various Intellectual Property rights, including certain trademarks, copyrights, and the rights of association and sponsorship and Right of Publicity and Privacy in and to the Marilyn Monroe name, image, and persona (hereinafter “Monroe Intellectual Property rights”). *Id.* at ¶ 7.

CMG originally secured the right to manage and exploit the Monroe Intellectual Property rights ten (10) years ago. *See Exhibit A at ¶ 5.* Since then, CMG has been in the business of representing Marilyn Monroe LLC for the purpose of licensing to third parties the permission to commercially utilize the Monroe Intellectual Property rights. SAC at ¶ 3. As part of its duties on behalf of Marilyn Monroe LLC, CMG advertises, markets, and promotes the availability of Marilyn Monroe for licensing on a worldwide basis. *Id.* at ¶ 4. The vast majority of all business related to Marilyn Monroe LLC is conducted in Indianapolis. *Exhibit A at ¶ 7.* And, every single deal entered into by CMG concerning the licensing of the Monroe Intellectual property rights is run through Indianapolis. *Id.* at ¶ 8.

Bradford is organized under the laws of the State of New Jersey and maintains its principal place of business there. SAC at ¶ 8; *see also* Exhibit B at ¶ 3. Bradford owns and operates a website through which it communicates to the world the false impression that it possesses the full authority to license the use of the Monroe Intellectual Property Rights for commercial purposes. SAC ¶ 20. Specifically, Bradford's Internet website, www.bradfordlicensing.com, advertises and solicits companies and individuals who are interested in licensing the Marilyn Monroe image and who are interested in the merchandise bearing Marilyn Monroe's image. *See Exhibit C.* For example, Bradford's website contains a link to the Italia Collection's website, www.theitaliacollection.com, whereby individuals, including individuals within Indiana, may purchase charm bracelets bearing Marilyn Monroe's picture and image which have been licensed by Defendant Valhalla Productions LLC ("Valhalla") and Bradford. Exhibits D & D1 to D-19. Notably, since the inception of this suit, Bradford has modified its website to include a disclaimer regarding licensing and doing business in Indiana. Compare Exhibits D-3 to D-4 which bear the disclaimer with Exhibit C (which was attached to the Complaint as Exhibit B) which does not bear the disclaimer. In addition, Bradford now requires users of its website to provide a login and password in order to access certain pages on its website. *See www.bradfordlicensing.com.* Bradford's tardy attempt to structure its website so as to steer clear of Indiana is unavailing. *See Litmer v. PDQUSA.com*, 326 F. Supp. 2d 952, 958 n. 7 (N.D. Ind. 2004)(finding the defendant's attempts to exclude the infringing product from being sold in Indiana unavailing: "However, [the plaintiff] alleged both in his brief and at oral argument that this Indiana exclusion appeared only after the complaint was filed in this case, and that it is merely an attempt to retroactively divest this Court of jurisdiction Accordingly, the Court attaches no significance to the exclusion.").

Furthermore, Bradford has entered into a licensing agreement with Valhalla whereby Bradford agreed to assist Valhalla in licensing products and merchandise bearing the Marilyn Monroe image. *See Exhibit E.* Thereafter, Valhalla entered into licensing agreements with third-parties for the placement of Marilyn Monroe's image upon certain products, including the Italia Collection. *See Exhibit F.* These products are now being manufactured, advertised, and sold in catalogues and on the Internet and may be purchased in Indiana. *See Exhibit G; Exhibit D; Exhibits D-1 to D-19.*

Finally, Bradford has intentionally solicited a number of Plaintiffs' existing licensees, falsely representing to them that it possesses the full authority to license the commercial use of the Monroe Intellectual Property Rights and/or that permission and license from Plaintiffs were an unnecessary burden. SAC ¶¶ 22-25. These tortious statements have interfered with Plaintiffs' intellectual property rights and business dealings, and the statements' effects have been felt primarily in Indiana. In fact, Bradford has acknowledged that the effects of its unlawful conduct has been felt in Indiana by attempting to structure its business and business dealings in such a way as to avoid personal jurisdiction in Indiana. However, based on its contacts, the nexus with this State is unmistakable and jurisdiction is proper here.

III.

THIS COURT POSSESSES PERSONAL JURISDICTION OVER BRADFORD

A. Plaintiffs Need Only Make A Prima Facie Showing Of Personal Jurisdiction

Where the issue of personal jurisdiction is determined in the absence of an evidentiary hearing, the plaintiff need only make a *prima facie* showing that the defendant is subject to personal jurisdiction. *Purdue Research Found. v. Sanofi-Synthelabo, S.A.*, 338 F.3d 773, 782 (7th Cir. 2003). Since personal jurisdiction is raised *via* a motion to dismiss, the court must

accept the uncontested allegations in the complaint as true and resolve any factual conflicts in the affidavits and other evidence in the plaintiff's favor. *Id.* at 782; *Hyatt Int'l Corp. v. Coco*, 302 F.3d 707, 713 (7th Cir. 2002).

The determination of personal jurisdiction normally requires a two-step inquiry: (1) whether the defendant falls within Indiana's long-arm statute; and (2) whether the exercise of jurisdiction over the defendant comports with the requirements of federal due process. *Purdue Research Found.*, 338 F.3d at 779.

However, Indiana's long-arm statute has recently "been expanded to the full extent of the law," as it now provides that "a court of this state may exercise jurisdiction on any basis not inconsistent with the Constitutions of this state or the United States." *Richards and O'Neil, LLP v. Conk*, 774 N.E.2d 540, 550 n. 6 (Ind. Ct. App. 2002)(Najam, J., concurring); Ind. Trial R. 4.4(A). Accordingly, "the first prong of the inquiry collapses into the second prong, and the only issue is whether the exercise of jurisdiction over [the defendant] comports with federal due process." *Litmer v. PDQUSA.com*, 326 F. Supp. 2d 952, 955 (N.D. Ind. 2004).

B. Due Process

In order to comport with due process, the Constitution requires that a defendant have certain "minimum contacts" with the forum state such that the exercise of personal jurisdiction over the defendant does not offend "traditional notions of fair play and substantial justice." *International Shoe Co. v. State of Washington, Office of Unemployment Compensation and Placement*, 326 U.S. 310, 316 (1945).

A defendant is subject to a state's specific jurisdiction if the suit arises out of, or is related to, the defendant's minimum contacts with the forum state.¹ *Hyatt Int'l*, 302 F.3d at 716; *RAR, Inc., v. Turner Diesel, Ltd.*, 107 F.3d 1272, 1277 (7th Cir. 1997). A court must determine

¹ Plaintiffs do not allege that this Court has general jurisdiction over Bradford.

whether the defendant “purposely established ‘minimum contacts’ in the forum State” such that they “should reasonably anticipate being haled into court” in that state. *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 474 (1985); *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 297 (1980). As set forth below, Bradford’s contacts with the State are directly related to the harm which CMG and Marilyn Monroe LLC suffered in Indiana.

C. This Court Has Jurisdiction Over Bradford Pursuant To The “Effects Test”

1. This Circuit Has Adopted A Broad View Of The "Effects Test"

Under the “effects test,” specific personal jurisdiction over a nonresident defendant is proper when the defendant’s intentional tortious actions cause harm to the plaintiff in the forum state. *Calder v. Jones*, 465 U.S. 783, 788-790 (1984). In *Calder*, the United States Supreme Court held that because a Florida writer made allegedly defamatory statements against a California resident, the California courts had jurisdiction over the defendant because the defendant’s “intentional conduct in Florida [was] calculated to cause injury to respondent in California.” *Id.* at 791. The Seventh Circuit has subsequently interpreted the “effects test” broadly. *Janmark, Inc. v. Reidy*, 132 F.3d 1200 (7th Cir. 1997).

In *Janmark*, the plaintiff, an Illinois corporation, and the defendants, California residents, were competitors who both sold minishopping carts worldwide. *Id.* at 1202. The defendants claimed that they owned a copyright in their cart design and threatened to sue a customer of the plaintiff for contributory copyright infringement. *Id.* Plaintiff’s customer then stopped buying shopping carts from the plaintiff. *Id.* Plaintiff then sued the defendants in Illinois seeking a declaratory judgment and asserting a claim of tortious interference with prospective economic advantage. *Id.* at 1201.

Even though the defendants had no other contacts with Illinois, the Seventh Circuit held that Illinois could exercise jurisdiction over the defendants solely because “the injury and thus the tort occurred in Illinois.” *Id.* at 1202. The Seventh Circuit reasoned that since without an injury there is no tort and that a wrong does not become a tort until an injury has occurred, the location of the injury is essential to an understanding of where the tort occurred. *Id.* Because the injury took place in Illinois, the tort occurred in Illinois and was thus actionable in Illinois. *Id.*

Similarly, in *Indianapolis Colts, Inc. v. Metropolitan Baltimore Football Club Ltd. P'ship*, 34 F.3d 410 (7th Cir. 1994), the Seventh Circuit decided a trademark case wherein the Indianapolis Colts sued a new football franchise in Baltimore that was using the Colts' name. *Id.* at 411. Despite the Baltimore Football Club having very little, if any, contacts with Indiana, the court determined that Indiana had jurisdiction holding:

If the trademarks are impaired, as the suit alleges, the injury will be felt mainly in Indiana. . . . Since there can be no tort without an injury, the state in which the injury occurs is the state in which the tort occurs, and someone who commits a tort in Indiana should, one might suppose, be amenable to suit there.

Id. at 411-412. (internal citations omitted). Other courts within this Circuit are in accord. See *Riddell v. Monica*, 2003 WL 21799935, * 3 (N.D. Ill. July 25, 2003)(“As defendants were aware, plaintiff's principal place of business is in Illinois, and thus the injury would be felt most severely in Illinois. Under the circumstances, it was foreseeable that defendants would be required to answer for such actions in Illinois.”); *International Molding Mach. Co. v. St. Louis Conveyor Co.*, 2002 WL 1838130, * 4 (N.D. Ill. Aug. 12, 2002)(“[S]pecific jurisdiction can be proper when the injury occurs in Illinois, even if all of the other relevant conduct took place elsewhere.”); *Bunn-O-Matic Corp. v. Bunn Coffee Serv., Inc.*, 88 F. Supp. 2d 914, 920 (C.D. Ill. 2000)(relying on *Janmark* to hold that New York corporation who commits the “torts” of

trademark infringement and unfair competition against an Illinois corporation, so that the injury is felt in Illinois, submits itself to the jurisdiction of the Illinois courts).²

2. Bradford Has Engaged In Tortious Conduct Causing Harm To Indiana Residents

Bradford has engaged in numerous torts causing harm to CMG here in Indiana. First, Bradford has violated CMG's and Marilyn Monroe LLC's right of publicity by facilitating the sale, through its various agents and representatives (without permission), of products which infringe upon the Monroe Intellectual Property Rights. SAC ¶¶ 37-40; Exhibits D-1 to D-19 & G. In addition, Bradford has interfered with the prospective business advantage of CMG (in addition to violating the right of publicity) by licensing the rights to certain Marilyn Monroe images to a third party without the authorization or permission of CMG. SAC at ¶¶ 61-67. Finally, Bradford has disparaged and libeled Plaintiffs by informing and advising licensees and prospective licensees that Plaintiffs have no interest or rights in the Monroe Intellectual Property Rights or, alternatively, that Bradford possesses all of the rights necessary to make commercial use of the Monroe Intellectual Property Rights. SAC ¶¶ 56-60; Exhibit A at ¶ 13.

This conduct has injured both CMG and Marilyn Monroe LLC primarily in the State of Indiana. By engaging in this conduct, Bradford has caused damage to valuable property rights which are wholly administered in this State as well as the derivative rights stemming from the ability to license these rights. Bradford has tacitly admitted that the harm resulting from its infringement and tortious conduct has been felt by Plaintiffs in Indiana by attempting to structure its business as to avoid Indiana. In so doing, Bradford has recognized that it is harming

² "It is well-established that a claim of infringement of intellectual property rights . . . sounds in tort." *Bunn-O-Matic Corp. v. Bunn Coffee Serv., Inc.*, 1998 WL 207860 (C.D. Ill. Apr. 1, 1998).

Plaintiffs in Indiana, that Indiana is the situs of its wrongful conduct, and that it is amenable to service in this State.³

Moreover, by interfering with prospective business relations, Shaw has caused injury to CMG because were it not for this interference, particular entities may have worked with and obtained licenses from CMG. Bradford has also impaired the ability of Plaintiffs to license legitimate and authorized commercial uses of the Monroe Intellectual Property rights. Because these actions have caused injury in this forum, jurisdiction is proper under the “effects test.”

3. Plaintiffs Have Other Contacts With This State Sufficient To Justify Jurisdiction

Bradford attempts to distinguish *Indianapolis Colts* and *Janmark* by stating that the “effects test” requires that a plaintiff must do something more than just demonstrate that an injury has occurred in Indiana. A similar claim was rejected in *Bunn-O-Matic Corp.*:

Admittedly, *Janmark, Inc. v. Reidy*, 132 F.3d 1200 (7th Cir. 1997) does not explicitly say whether or not a Defendant must somehow “enter” a forum to create a basis for personal jurisdiction. As a practical matter, however, the decision definitively answers the question in the negative. The *Janmark* court found a basis for personal jurisdiction in Illinois when a California defendant had done nothing more than make a telephone call from California to New Jersey. The defendant had not “entered” or caused any entry into Illinois. For the *Janmark* court, it was enough that “the injury (and therefore the tort)” occurred in Illinois. After *Janmark*, one cannot plausibly maintain that a defendant’s entry into the forum state is a constitutional prerequisite to personal jurisdiction.

Bunn-O-Matic Corp. v. Bunn Coffee Serv., No. 97-3259, 1998 U.S. Dist. LEXIS at * 5-6 (C.D. Ill. May 20, 1998). *Indianapolis Colts* did not hold that there must be some sort of entry into the state to have a claim but, instead, pointed out that such contacts made the case for jurisdiction even stronger.

³ In his affidavit, Reiter states that the agreement between Bradford and Valhalla was expressly made subject to the parties’ understanding and agreement that Bradford does not do business in the State of Indiana. Exhibit E at ¶ 11. However, the licensing representation agreement between Bradford and Valhalla contains no such exclusion, and the agreement contains a provision that the agreement contains the entire understanding between the parties and that the agreement may not be altered except in writing and signed by both parties. *Id.* at § 16.3.

Regardless, the same types of “entries” which the Seventh Circuit noted were sufficient in *Indianapolis Colts* are present here. In *Indianapolis Colts*, the Seventh Circuit noted that an entry into Indiana occurred *via* the cable television broadcasts of football games which could be received and viewed by Hoosiers. *Indianapolis Colts*, 34 F.3d at 411-12. Similarly, Bradford has entered the forum State by maintaining a website on the Internet which may be accessed and viewed from Indiana. See *Bunn-O-Matic Corp. v. Bunn Coffee Serv.*, 1998 WL 207860 (C.D. Ill. Apr. 1, 1998)(stating that if entry into the forum state is actually required: “Defendant’s actions in setting up a website accessible to residents of Plaintiff’s home state would certainly meet this very low ‘entry’ threshold.”). The Seventh Circuit also noted in finding an entry that “[i]t is true that the defendants have not yet licensed the sale of merchandise with the name ‘Baltimore CFL Colts’ on it in Indiana, but citizens of Indiana buy merchandise in other states as well.” *Id.* at 412. Likewise, citizens of Indiana can easily purchase products in other states which infringe upon Plaintiffs’ rights and which infringement has been facilitated by Bradford and can bring those products back to Indiana with them. Thus, to the extent that the Court believes some type of entry is required, Bradford’s activities satisfy this requirement.

Furthermore, Indiana Code § 32-36-1-9(4) provides: “A person who: (4) knowingly causes advertising or promotional material created or used in violation of section 8 of this chapter to be published, distributed, exhibited, or disseminated within Indiana; submits to the jurisdiction of Indiana courts.” *Id.* Here, Bradford has certainly submitted to jurisdiction in Indiana by its actions in knowingly causing products which infringe upon Plaintiffs’ right of publicity to be advertised on its website and on other websites and catalogues.⁴ Thus, jurisdiction is proper in the Southern District of Indiana.

⁴ To the extent the Court desires proof of sales into Indiana, Plaintiffs should be granted jurisdictional discovery to determine how many infringing sales have been made into Indiana.

4. Fair Play and Substantial Justice Permit the Exercise of Jurisdiction Here

After determining that minimum contacts exist, the Court must look at whether it would offend traditional notions of fair play and substantial justice to exercise personal jurisdiction over Shaw. *Burger King*, 471 U.S. at 477. In making this determination, the Court:

[M]ay evaluate the burden on the defendant, the forum State's interest in adjudicating the dispute, the plaintiff's interest in obtaining convenient and effective relief, the interstate judicial system's interest in obtaining the most efficient resolution of [the underlying dispute], and the shared interest of the several States in furthering fundamental substantive policies.

Purdue Research Found., 338 F.3d at 781 (quoting *Burger King*, 471 U.S. at 477).

Bradford's burden in litigating this case in Indiana is not so great as to amount to a deprivation of due process. “[P]rogress in communications and transportation has made the defense of a lawsuit in a foreign tribunal less burdensome.” *World-Wide Volkswagen*, 444 U.S. at 294; see *Board of Tr., Sheet Metal Workers Nat'l Pension Fund v. Elite Erectors, Inc.*, 212 F.3d 1031, 1037 (7th Cir. 2000)(“Easy air transportation, the rapid transmission of documents, and the abundance of law firms with nationwide practices, make it easy these days for cases to be litigated with little extra burden in any of the major metropolitan areas.”).

Furthermore, Indiana has a significant interest in the adjudication of this case since CMG is an Indiana company that has been injured by Bradford's tortious activity. CMG's interest in obtaining convenient and effective relief is substantial because Bradford has continued to injure CMG's business by facilitating the marketing and selling of Marilyn Monroe related products and falsely informing others that Plaintiffs possess no rights. Here, fair play and substantial justice strongly favor the exercise of jurisdiction in this forum.

IV. CONCLUSION

WHEREFORE, Plaintiffs CMG Worldwide, Inc., and Marilyn Monroe LLC respectfully request that the Court deny Defendant Bradford Licensing Associates' 12(b)(2) Motion to Dismiss Plaintiffs' Complaint for Lack of Personal Jurisdiction and for all other just and proper relief.

Respectfully submitted,

DANN PECAR NEWMAN & KLEIMAN, P.C.

By: s/ Jonathan G. Polak

Jonathan G. Polak, No. 21954-49
Eric M. Hylton, No. 20178-32
Amy L. Wright, No. 22214-49
James B. Chapman II, No. 25214-32
One American Square, Suite 2300
Box 82008
Indianapolis, IN 46282
(317)632-3232 – Telephone
(317)632-2962 – Facsimile

McNEELY STEPHENSON THOPY & HARROLD

J. Lee McNeely, No. 9542-73
30 E. Washington Street, Suite 400
Shelbyville, IN 46176
(317) 392-3619 – Telephone
(317) 835-7777 – Facsimile

CERTIFICATE OF SERVICE

I also hereby certify that a true and correct copy of the foregoing has been served upon the following by electronic means *via* the Court's digital document delivery system this 25th day of July, 2005:

James M. Hinshaw
Hamish S. Cohen
BINGHAM MCRAE LLP
2700 Market Tower
10 West Market Street
Indianapolis, IN 46204-4900

s/ Jonathan G. Polak
 Jonathan G. Polak

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
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)
Defendants.)

**DECLARATION OF CRISTINA PIQUINELA
IN SUPPORT OF RESPONSE TO MOTION TO DISMISS**

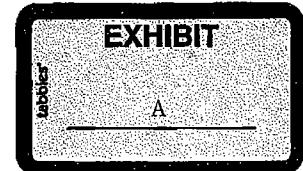
I, Cristina Piquinela, declare as follows:

1. I am over eighteen years of age and am fully competent to make this Declaration.

The facts contained herein are stated upon my personal knowledge

2 I am the Vice President of Marketing and Licensing for CMG I have been employed with CMG since September of 1996 and have been the Account Executive for Marilyn Monroe LLC since 1999 I have held my current position since January 2004.

3. As Vice President of Marketing and Licensing, I am actively involved in the marketing and licensing of nearly 200 entertainment, sports, historical and music celebrities, as well as trademarks belonging to various corporate entities (our clients). I serve as a link between



licensees and our clients with regards to negotiations, permissions, artwork submissions and product approvals

4. I also serve as the primary Account Executive for Marilyn Monroe LLC. In this capacity, I have the primary responsibility of negotiating a large number of all the incoming license agreements for Marilyn Monroe LLC and for communicating with licensees. Moreover, I coordinate deal submissions and artwork approvals for every Marilyn Monroe LLC licensing or promotional program, whether I or another CMG employee originated that program. I review Marilyn Monroe LLC monthly reports, including royalty reports.

5. As a result of my employment with CMG, I am familiar with the images, signatures, trademarks, copyrights, and rights of publicity owned and utilized by Marilyn Monroe LLC and licensed by various licensees throughout the world. CMG originally secured the right to manage and exploit the Monroe Intellectual Property rights ten (10) years ago.

6. Throughout my employment with CMG (which is incorporated in Indiana), I have consistently and exclusively worked out of CMG Corporate Headquarters, which is located at 10500 Crosspoint Boulevard, Indianapolis, Indiana.

7. While CMG has two satellite offices - one in Los Angeles, California and the other in Rio de Janeiro, Brazil - neither of these offices is the usual or customary location for business related to Marilyn Monroe LLC. Indeed, the vast majority of business related to Marilyn Monroe LLC is conducted in Indianapolis.

8. Generally, CMG's Indianapolis headquarters are a hub for all of CMG's business administration, and every single deal passes through and is maintained in Indianapolis. For example, the contracts administration department which tracks and processes every single

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contract is located in Indianapolis. The departments responsible for cutting the checks and preparing the monthly reports sent to clients are located in Indianapolis.

9 All documents and materials relating to Marilyn Monroe LLC, and more specifically, to the rights at issue in this case, are located in Indianapolis, Indiana. For example, I maintain on my local hard drive and in my personal hard copy files a complete set of records for Marilyn Monroe LLC, which I must consult on a frequent and regular basis to carry out my routine duties. Because I have a non-portable desktop computer, my filing system is not accessible outside my Indianapolis office. CMG also stores Marilyn Monroe LLC-related artwork and proposed and produced product prototypes and samples in its Indianapolis office.

10 Virtually all employees of CMG who regularly work on the Marilyn Monroe LLC account are located in Indianapolis, Indiana. In addition to myself, the following employees regularly work on the Marilyn Monroe account and reside and work in Indiana: (1) Jamie Maslanka (2) Samira Ali (3) Kunal Dua (4) Jeff Bear (5) Maria Gejdosova and (6) Sarah Small. Ms. Maslanka, Ms. Ali, and Mr. Dua are all involved with negotiating licensing deals on behalf of Marilyn Monroe LLC. Mr. Bear is the Vice President of Contracts Administration; in that capacity, he processes all the Marilyn Monroe LLC agreements and tracks royalty reports, among other things. Ms. Gejdosova is responsible for overseeing that Marilyn Monroe LLC receives its payments due under the agreements, and Ms. Small prepares all the monthly reports that are submitted to Marilyn Monroe LLC.

11 Given that my ability to get my day-to-day work completed depends on my actual presence in my office, it would be incredibly inconvenient were CMG required to litigate this action in California. For example, I receive -- virtually on a daily basis -- artwork from existing licensees seeking approval to develop, produce and market a new product. Pursuant to standard

terms in each and every licensing agreement, I am required to seek approval from Marilyn Monroe LLC and respond to the licensee's request within a short specified period of time, often just a few days. While some licensees transmit this artwork electronically, others cannot readily do so and only send hard copies of artwork. Therefore, each day I am out of my Indianapolis office hinders my ability to perform my job effectively and efficiently.

12. Moreover, I—as well as the above-mentioned CMG employees—are also responsible for work on many other accounts. Therefore, our absence from the office presents serious obstacles to our ability to effectively serve our other clients.

13. In addition, several of CMG's licensees have contacted us due to confusion caused by Bradford Licensing Associates as to CMG's rights with regard to the Monroe Intellectual Property rights. Specifically, Trevco (a Michigan company) and The Lyon Company (a Utah company), have expressed confusion regarding Bradford Licensing Associates and its statements and representations suggesting that Trevco and The Lyon Company could secure licensing agreements from Bradford Licensing Associates for the use of the Monroe Intellectual Property Rights.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed on the ____ of July, 2005, at Indianapolis, Indiana


CRISTINA PIQUINELA

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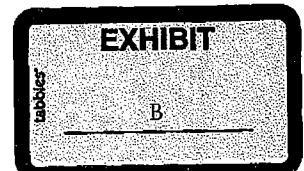
UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

CMG WORLDWIDE, INC., and)
MARILYN MONROE, LLC,)
Plaintiffs,)
v.) CASE NO. 1:05-cv-0423-DFH-WTL
BRADFORD LICENSING ASSOCIATES,)
THE SHAW FAMILY ARCHIVES, LTD.,)
and JAMES E. DOUGHERTY,)
Defendants.)

AFFIDAVIT OF LEN REITER

After having first been duly sworn, Len Reiter states:

1. I am an adult over the age of eighteen (18), have personal knowledge of the matters stated herein, and am competent to attest to such matters.
2. I am currently the president of Bradford Licensing Associates ("Bradford"). I have held this position since 1984.
3. Bradford is a New Jersey business entity with its primary place of business located at 209 Cooper Avenue Upper Montclair, New Jersey. Bradford is a full service licensing agency that assists entities that own intellectual properties and earns licensing fees from the goodwill associated with those properties, *i.e.*, it facilitates contractually based agreements through which an individual or entity pays licensing fees to use images owned by its clients. Bradford's responsibilities are assigned contractually by the property rights owner rather than any licensee. Accordingly, Bradford's responsibilities



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and duties are specified in the representation agreements its signs with the property rights holder:

4. Bradford has never advertised or solicited business in Indiana through visits, telephone calls, written communications or otherwise, and I am unaware of any Bradford representative and/or agent having ever made any trip to Indiana on any Bradford-related business.

5. Bradford has no office, employees or agents located in the State of Indiana. There are no known records or incidents of any Bradford employee ever being in Indiana on Bradford related business.

6. Bradford has never appeared in court in Indiana or invoked the protection or authority of Indiana's government for any purpose other than this action.

7. Bradford has no governmental licenses in Indiana.

8. Bradford has never entered into any contractual relationship with any resident or citizen of Indiana or any business entity with its primary place of business in Indiana.

9. Bradford maintains a passive worldwide web Internet site located at <http://www.bradfordlicensing.com> (the "Internet site"), and Bradford does not accept orders or conduct business directly through this Internet site. A true and accurate paper reproduction of Bradford's Internet site is attached hereto as Exhibit A.

10. On or about February 1, 2004, Bradford entered into a Licensing Representation Agreement with Valhalla Productions ("Valhalla"), a New Hampshire Company with its principal place of business in New Hampshire (the "Representation

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Agreement"). A true and accurate copy of the Representation Agreement is attached hereto as Exhibit B.

11. Pursuant to the Representation Agreement, Valhalla employed Bradford to market its intellectual property rights relating to photographs owned by the Jim Dougherty and Norma Jeane Limited Collection and the Shaw Family Archives relating to a documentary movie entitled Marilyn's Man (the "Marilyn's Man property") on a worldwide basis. The Representation Agreement was expressly made subject to the parties' understanding and agreement that Bradford does not do business in the State of Indiana.

12. Pursuant to the Representation Agreement, Bradford has facilitated some licensing agreements between Valhalla and other business entities relating to the Marilyn Man's property (the "Agreements"). A true and accurate copy of a representative Agreement is attached hereto as Exhibit C. Most of these Agreements involve European and/or Australian business entities. Regardless, at Bradford's insistence, the Agreements specifically provide language in Section 1.1 governing the grant of license that "LICENSEE understands that advertising and distribution of said Licensed Products through retail, mail order catalogs, the internet and any other form of commerce must preclude sales in the state of Indiana, USA." Bradford insists that this is standard language in the agreements it facilitates. To the extent that any entity marketed or sold Marilyn's Man products in Indiana, it did so in violation of its representations to Bradford and the terms and conditions of its Agreement with Valhalla.

13. Further, Bradford was not actually a party to any of the Agreements—its only contractual relationship relating to the Marilyn's Man property is with Valhalla.

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Additionally, none of the Agreements involve entities located in or primarily doing business in Indiana. Instead, as set forth above, Bradford insisted and the Agreements specifically command that any and all of the entities with whom Bradford assisted Valhalla in reaching Agreements were not to advertise, sell and/or conduct business relating to the Marilyn Man's products in Indiana.

14. Additionally, though Bradford has done no business with any Indiana entities, in 1992 Bradford entered into a contractual relationship with Pez Candy, Inc. ("Pez"), a New York Corporation with its primary place of business located in Connecticut. Pez wanted Bradford's assistance in licensing its famous brand name for use by others. Pursuant to this relationship, Bradford assisted Pez with the facilitation of a License Agreement between Pez and Playing Mantis, Inc. ("Playing Mantis"), an Indiana Corporation with its primary place of business in Indiana. Pez and Playing Mantis thereafter entered into a Licensing Agreement, which was renewed by Pez and Playing Mantis from 1997 until its termination in 2004. A true and accurate representative copy of a License Agreement is attached hereto as Exhibit D. The subject of the License Agreement was the authorization of Playing Mantis to manufacture die cast miniature trucks displaying the Pez brand. At no time did the License Agreement and/or the relationship between Pez and Bradford involve or relate to Marilyn Monroe or any images of Marilyn Monroe.

15. Bradford has never contracted with Playing Mantis. Its only contract was with Pez.

16. Pursuant to the License Agreement, Playing Mantis sent quarterly sales reports to Pez, which were then carbon copied to Bradford. Based on the figures and

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TOTAL P.01

pursuant to the License Agreement, Playing Mantis paid Pez approximately \$50,000 in licensing fees from 1997 through 2004. Playing Mantis never paid any money to Bradford. During this same period, Pez paid approximately \$15,000 to Bradford pursuant to its contract with Bradford. Again, Bradford received no fees directly from Playing Mantis.

17. Finally, on or about December 16, 2004, Bradford received unsolicited emails from The Time Factory, a business entity with its principal place of business in Indianapolis Indiana inquiring into the possibility of obtaining a license in the Marilyn's Man property. A true and accurate copy of the emails is attached hereto as Exhibit E.

18. Bradford refused to enter into any contractual arrangement with The Time Factory on the grounds that Bradford does not do business in Indiana.

19. Bradford has made no efforts to serve, directly or indirectly, the Indiana market for its services. In fact, Bradford has specifically structured its business activities to avoid the privilege of conducting business in Indiana.

FURTHER AFFIANT SAITH NOT

I affirm, under the penalties for perjury, that the foregoing representations are true to the best of my knowledge.

Dated: 5/20/05



958577.1

Bradford Licensing Associates

Bradford Licensing Associates, a global licensing firm partnered with some of the world's best known consumer brands, develops licensing programs in such areas as entertainment, sports, and fashion design. Bradford maintains a network of agents in all major foreign markets, including Europe, the Pacific Rim, and Latin America, and has access to worldwide manufacturing capabilities.

Some Of The World's Best Known Consumer Brands

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Bradford Licensing Associates

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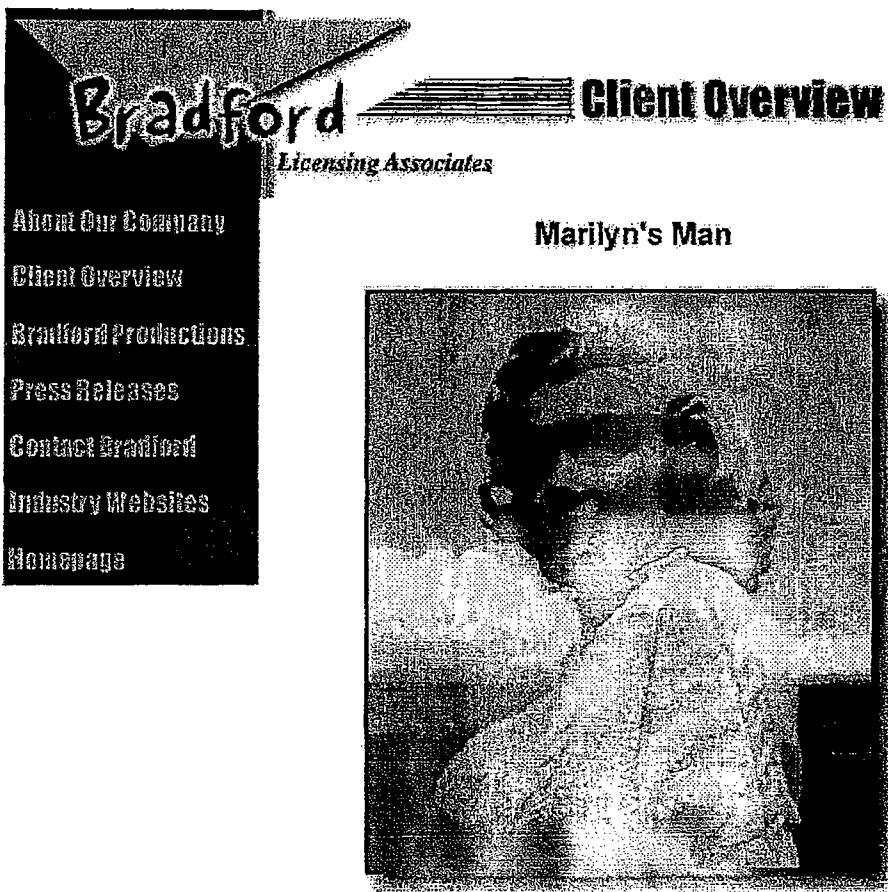
Former Clients

Bradford Licensing Associates
209 Cooper Avenue
Upper Montclair, NJ 07043
Tel: 973.509.0200 Fax: 973.509.7419

[E-mail Contacts]

Bradford Licensing Associates, a global licensing firm partners with some of the world's best known logos and trademarks. Established in 1984, Bradford is a full service licensing agency with worldwide brand extension capabilities. We develop licensing programs based on the leading corporate brands, television series and characters, fashion brands, sporting events and non-profit organizations. Bradford is based in Northern New Jersey with offices in New York and Los Angeles. The company maintains a network of agents in all major foreign countries, including Europe, the Asia Pacific Rim, and South America.

Designed by ApolloWebDesign.com



Bradford Licensing is pleased to announce that it has partnered with Valhalla Productions to develop a line of merchandise based on the upcoming 92-minute documentary titled *Marilyn's Man, The Movie*, a film by Schani Krug. In this film, there are images of the early years of Marilyn Monroe's life, appropriately titled *The Jim Dougherty and Norma Jeane Limited Edition Collection*. In addition, there are images from throughout her career, with famed photographer Sam Shaw, titled *Shaw Family Archives*.

Through the eyes of Jim Dougherty, Marilyn's first husband, the truth about Marilyn's life is revealed from her days as Norma Jeane to the forever loved Marilyn Monroe. Over 500 never before seen photos and clips make up the film, and these images are now available for license.

Marilyn's Man, The Movie merchandise will draw upon the beauty and timelessness of Marilyn. Products will range

from collectibles to publishing, gift items and more forever capturing Norma Jeane and Marilyn.

For more information regarding Marilyn's Man, The Movie, please contact Michelle Minieri, Director of Marketing & Licensing, Bradford Licensing Associates at MichelleM@bradfordlicensing.com.

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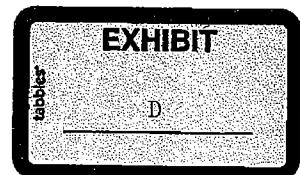
**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

CMG WORLDWIDE, INC., an Indiana Corporation and MARILYN MONROE, LLC, a Delaware Limited Liability Company,)
Plaintiffs,)
v.) Cause No.:1:05-cv-0423-DFH-WTL
BRADFORD LICENSING ASSOCIATES, THE SHAW FAMILY ARCHIVES, Ltd., a New York Corporation, JAMES E. DOUGHERTY, and VALHALLA PRODUCTIONS, LLC, a Maine Limited Liability Company,)
Defendants.)

**DECLARATION OF AMY L. WRIGHT
IN SUPPORT OF RESPONSE TO MOTION TO DISMISS**

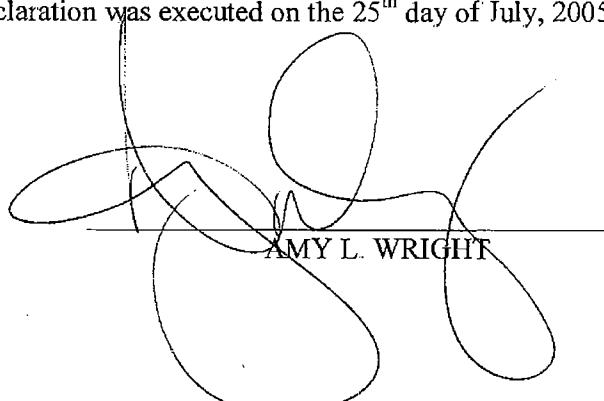
I, Amy L. Wright, being an attorney with the law firm of Dann Pecar Newman & Kleiman, declare as follows:

1. I am over eighteen years of age, and I am fully competent to make this Declaration. The facts contained herein are stated upon my personal knowledge.
2. On May 13, 2005, I visited Defendant's Bradford Licensing Associates' website, www.bradfordlicensing.com, from my office in Indianapolis, Indiana, and printed copies of relevant pages therefrom.
3. Defendant Bradford Licensing Associates' website contained a hyperlink to The Italia Collections' website, www.theitaliacollection.com.



4. The pages attached as Exhibits D-1 to D-19 are true and accurate copies of Defendant Bradford Licensing Associates' and The Italia Collections Internet site's materials obtained as of May 13, 2005.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct and that this declaration was executed on the 25th day of July, 2005, at Indianapolis, Indiana.



AMY L. WRIGHT



About Our Company

Licensing Associates



Bradford Licensing Associates, a global licensing firm partners with some of the world's best known logos and trademarks. Established in 1982, Bradford is a full service licensing agency with worldwide brand extension capabilities. We develop licensing programs based on the leading corporate brands, television series and characters, fashion brands, sporting events and non-profit organizations. Bradford is based in Northern New Jersey with offices in New York and Los Angeles. The company maintains a network of agents in all major foreign countries, including Europe, the Asia Pacific Rim, and South America.

- Established 1982.
- Full service licensing agency with worldwide capabilities.
 - Bradford is a "turn key" company providing licensing functions and promotions including planning, implementation and follow-up for each program.
 - Expertise in all industries with major focus on consumer brands, fashion, sports and entertainment.
 - Bradford is also involved in developing merchandise for special events and promotions.
- New York/New Jersey based.
 - Close to the pulse of the licensing industry and headquarters for many manufacturers of apparel, accessories, home furnishings, toys and games, computer games, publishing, sporting goods, luggage novelty/gift manufacturers, health and beauty aids.
 - Frequent meeting place for many of the major

EXHIBIT

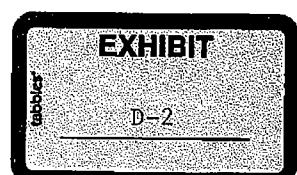
D-1

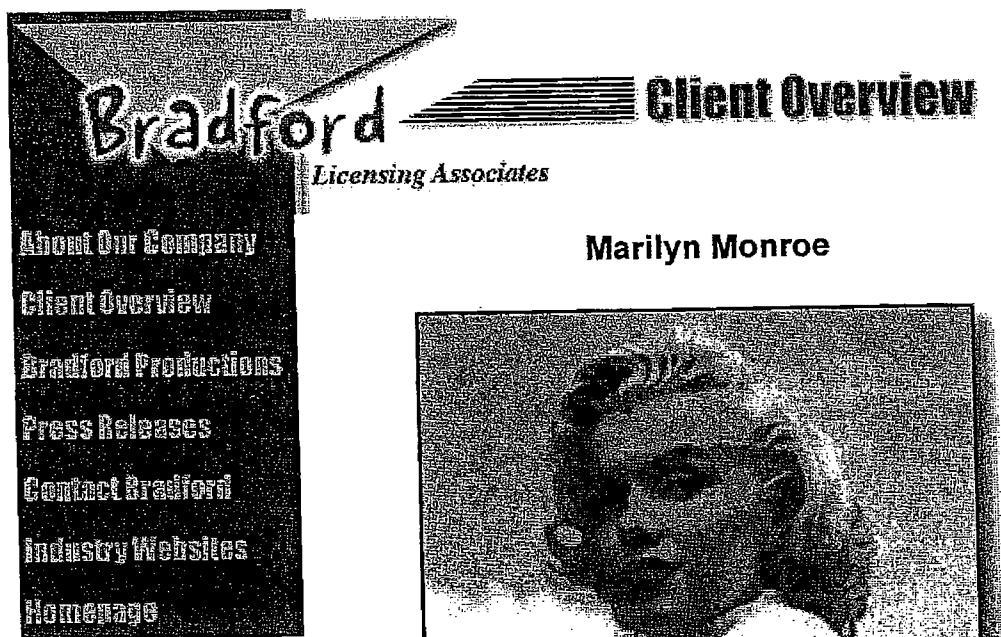
Case 1:05-cv-00423-DFH-WTL Document 45 Filed 07/25/2005 Page 2 of 2
Bradford Licensing Associates: About Our Company - Licensing Agency

- retail chains.
- o The center of many major domestic and international trade shows impacting the licensing industry for all product categories.

[Click here](#) to view the Bradford Licensing Associates Organizational Chart.

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Bradford Licensing is pleased to announce that it has partnered with Shaw Family Archives to develop a line of merchandise based on over 500 rare and unseen images of Marilyn Monroe. From the early years of Marilyn's career throughout the final days of her life, these images depict the timelessness and beauty of Marilyn, taken by famed celebrity photographer Sam Shaw.

For more information regarding Marilyn Monroe Licensing available from the Shaw Family Archives, please contact Michelle Minieri, Director of Marketing & Licensing, Bradford Licensing Associates at MichelleM@bradfordlicensing.com.

Further information on Sam Shaw and Shaw Family Archives can be found at their website:

www.spc-promotions.com

**No Marilyn Monroe images shall be licensed for sale o

EXHIBIT

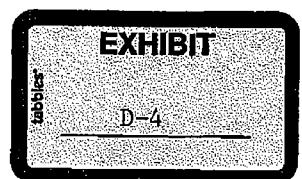
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Bradford Licensing Associates: Client Overview: Norma Jeane - Licensing Agency Page 2 of 2

distribution in Indiana or in any jurisdiction that also requires the consent of the right of publicity holder.

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5/13/2005

Bradford **Client Overview**
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 **Pepsi**

Pepsi-Cola Company spans more than 190 countries and accounts for about one quarter of the world's soft drinks. In 1999 consumers spent about \$28 billion on Pepsi beverages.

 **PEZ Candy**

PEZ Candy is distributed throughout the USA in mass merchandisers, supermarkets, drug stores, convenience stores, toy chains, gift stores, video chains, and military distribution.

 **Piping Hot**

The words Piping Hot have been synonymous with surfing for nearly 25 years. Piping Hot Surfwear originated in the Victorian Town and surfing mecca of Torquay, Australia and quickly grew into a business of great success.

 **Panshel's World**

Panshel was originally created in 1996 by Mr. Masaru Houri. The origin was a retrospective Chinese panda character called Poppo Panda that Mr. Houri later gave wings and created in the present 3D computer image.

 **ASPEN**

Founded in the 1940s, Aspen, a name synonymous with a fun and exciting lifestyle, is now expanding its licensing program. Although best known for it's skiing, Aspen, Colorado, enjoys twelve months of beautiful scenery and outdoor adventure. This includes skiing, snowboarding, kayaking, horseback riding mountain biking and much more.

 **Marilyn's Man**

From the early years of Marilyn's career throughout the final days of her life, the Shaw Family Archive photo collection depict the timelessness and beauty of Marilyn, taken by famed celebrity photographer Sam Shaw. Products will range from collectibles, publishing, gift items, apparel, footwear and more, forever capturing Marilyn.

 **Monica Brant**

Since the start of her fitness career in 1991, Monica has won several amateur and professional fitness competitions including the Jan Tana Fitness Pro in 1995 and the Fitness Olympia title in 1998, which graduated her to the highest level of her sport.

 **IRONWEAR**

Ironwear, a name synonymous with safety and protection, is best known for supplying the industrial trade with a variety of safety and protective gear. Currently only available via catalog, Ironwear is now offering licensees the opportunity to tap into this brand's equity and stature in the work wear industry.

 **Click N' Kids**

ClickN' Kids has developed the world's most comprehensive online Beginning Reading Program ClickN' Kids. Their scientifically

 **LA. Sports**

Bradford Licensing Associates is pleased to be working with LA Sports to bring this brand to the retail marketplace. Current licensing

EXHIBIT

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based instruction is derived from the extant research literature on effective reading instruction, National Academy of Sciences and National Reading Panel.

opportunities include footwear, headwear, accessories, novelties/collectibles, and sporting goods.



Mark Bode

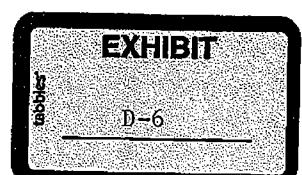


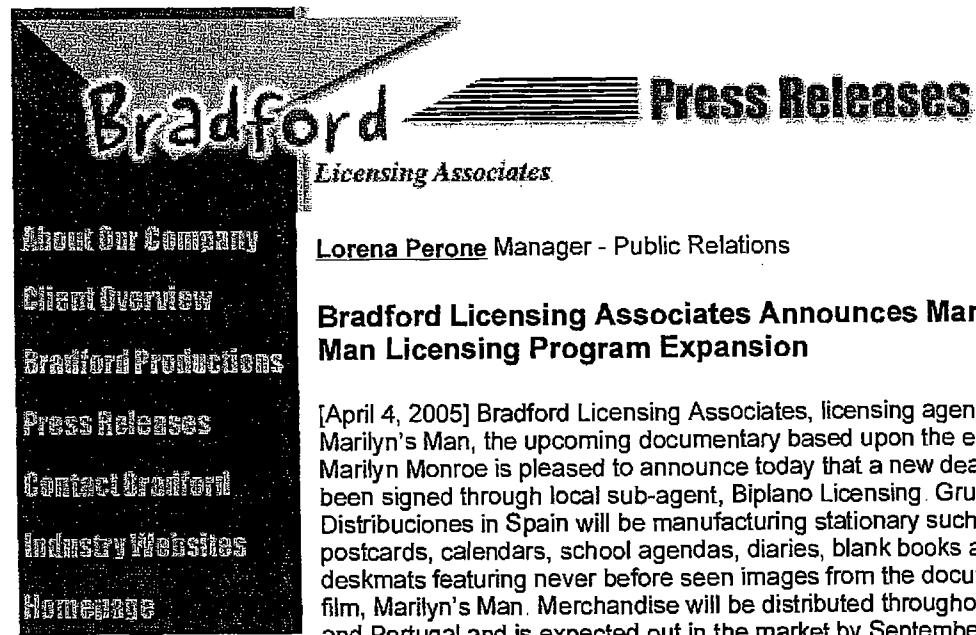
BICE

Mark Bode was born in Utica, New York. He is the son of the legendary cartoonist Vaughn Bode. Mark is best known for his work on COBALT 60 and as the creator of the hit comic Miami Mice. He worked for Heavy Metal Magazine and created the strip Zooks, the First Lizard in Orbit.

Recognized as the focal dining center in Milan for the fashion industry since the start of Fashion Week in the early 1970's, Bice® provides a true international dining ambiance in a setting noteworthy for its chic, contemporary design, white linens and exotic greenery. The primary focus for Bice® include housewares, home furnishings, and fashion accessories.

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Lorena Perone Manager - Public Relations**Bradford Licensing Associates Announces Marilyn's Man Licensing Program Expansion**

[April 4, 2005] Bradford Licensing Associates, licensing agent for Marilyn's Man, the upcoming documentary based upon the early years of Marilyn Monroe is pleased to announce today that a new deal has just been signed through local sub-agent, Biplano Licensing. Grupo Erik Distribuciones in Spain will be manufacturing stationary such as posters, postcards, calendars, school agendas, diaries, blank books and deskmats featuring never before seen images from the documentary film, Marilyn's Man. Merchandise will be distributed throughout Spain and Portugal and is expected out in the market by September of 2005. For more information regarding Marilyn's Man, please contact Michelle Minieri, Director of Marketing and Licensing, Bradford Licensing Associates at 973-509-0200.

Bradford Licensing Continues to Develop the Pepsi-Cola Beverages International Licensing Program Now with a Nostalgic Feel

[April 4, 2005] Bradford Licensing Associates, the international licensing agency for PepsiCo, Inc., is pleased to announce the repeated success of the licensing program through a new deal just finalized. In the U.S., Bradford Licensing Associates arranged a new deal for Pepsi. Kool Collectibles will be manufacturing and distributing metal signs as die cut arrows, molded bottle caps and bottles featuring the Pepsi and Pepsi-Cola brands with a nostalgic feel for consumers of all ages. Product will be sold throughout the U.K., Germany, France, Italy, Netherlands, Spain, and Australia as well as online. It is expected out in the market by early 05. For more information regarding Pepsi Licensing., please contact Nicole Iozzi, Vice President, and Bradford Licensing Associates at 973-509-0200.

Bradford Licensing Associates Announces Increased Expansion within PEZ Licensing Program

[April 4, 2005] Bradford Licensing Associates, the exclusive U.S. licensing agent for Pez Candy, Inc. is pleased to announce continual development of the Pez Candy licensing program. Lincoln West Studio will be manufacturing and distributing consumer electronic MP3 players with the PEZ Candy brand. Product is expected out in the market by September 2005 and has already begun to get massive amounts of publicity. Also, both licensees Lotta Luv and Desperate Enterprises have renewed their agreements with Pez Candy, Inc. due to product success. Lotta Luv will continue to develop and distribute cosmetics and bath and

EXHIBIT

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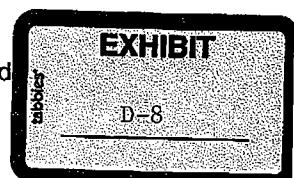
beauty products while Desperate Enterprises will remain with their production of metal signs, thermometers, light switch plates and magnets. For more information regarding PEZ Candy Inc, please contact Michelle Minieri, Director of Marketing & Licensing, Bradford Licensing Associates at 973-509-0200.

Bradford Licensing Associates and The Bice® Group Join Forces to Develop Worldwide Licensing Program for Bice® Brand

[April 4, 2005]-Bradford Licensing Associates is pleased to announce that it has partnered with The Bice® Group to develop and manage the Bice® licensing program on a worldwide basis. The goal of the program is to offer an exciting, fashion forward and upscale merchandise initially selling at high end department and specialty stores. Renowned around the world since 1926 Bice® has come to be more than just superb fine cuisine but rather a worldwide dining sensation that exemplifies style, class and high profiles but at the same time within the public's reach. With more than 40 Restaurants in over 10 countries worldwide, including the great metropolitan cities of the fashion world such as Milan, New York, Paris, Tokyo, London, Amsterdam, Montreal, Buenos Aires, Miami and Barcelona, Bice® still continues to have the same authenticity as the first day they started in the great city of Milan. The Bice® lifestyle most importantly symbolizes fashion in all of its senses through stylish interiors, stylish patrons and stylish food. Recognized as the focal dining center in Milan for the fashion industry since the start of Fashion Week in the early 1970's and with nine decades of consistent rave reviews for their first-class cuisine and hospitality, Bice® provides a true international dining ambiance in a setting noteworthy for its chic, contemporary design, white linens and exotic greenery. Targeting specialty and upscale retailers, the primary focus for Bice® categories available for licensing include houseware, home furnishings, and fashion accessories. Product is slated to reach the market in late 2005. For more information regarding the Bice® licensing program, please contact Nicole Iozzi, Vice President at Bradford Licensing Associates at 973-509-0200.

Pepsi-Cola Beverages International Licensing Program Continues to Expand Successfully

[March 14, 2005]- Bradford Licensing Associates, the international licensing agency for PepsiCo, Inc., is pleased to announce the appointment of several new deals, secured through local sub-agents. In Japan, Bradford Licensing Associates arranged a new licensing deal for Pepsi in conjunction with Pepsi sub-agent Phoenix Corporation. Go Forward will be manufacturing and distributing lighters featuring the Pepsi and Pepsi-Cola brands. Product will be sold in Japan and is expected out in the market by early March of 05. Also, in a deal arranged by Bradford with the aid of subagent Euro Lizenzen, Rastal GMBH & Co. KG, a German company, will be producing Pepsi licensed drinking glassware that will be distributed all throughout Europe. Product is expected to launch this June of 05. For further information regarding PepsiCo licensing opportunities, please contact Nicole Iozzi, Bradford



Vice President, at (973) 509-0200.

Bradford Licensing Associates Announcing New Deals

[February 27, 2005]- Bradford Licensing Associates, licensing agent for Marilyn's Man, the upcoming documentary based upon the early years of Marilyn Monroe is pleased to announce today that a host of new deals have been signed to expand the Marilyn's Man licensing program.

In recent deals secured through local sub-agent Gaffney International Licensing, Neet Feet in Australia will be manufacturing a stylish collection of slippers, eva thongs and fashion shoes featuring never before seen images from the documentary film, Marilyn's Man. Merchandise will be distributed throughout major department stores in Australia and New Zealand and is expected out in the market by July of 2005.

Also, just signed, Motorola Pty Limited will be producing downloadable Marilyn's Man images onto animated screen savers, wall papers, mobile phone housing/replaceable covers plus movie trailer downloads. All products are projected to reach the market by early April 2005 as well as distributed throughout major channels in Australia and New Zealand.

For more information regarding Marilyn's Man, please contact Michelle Minieri, Director of Marketing and Licensing, Bradford Licensing Associates at 973-509-0200.

Pepsi-Cola Beverages International Licensing Program Continues to Expand

[February 27, 2005]- Bradford Licensing Associates, the international licensing agency for PepsiCo, Inc., is pleased to announce the appointment of Golden Wheel Die Casting Fty Ltd., secured through local sub-agent Interasia & Associates Inc.

Golden Wheel Die Casting Fty. Ltd. will be manufacturing and distributing die cast collectibles and plastic vehicles featuring the Pepsi, Pepsi-Cola and 7-UP brands. Product will be sold worldwide excluding the U.S. and Canada and is expected out in the market by early March of 05.

For further information regarding PepsiCo licensing opportunities, please contact Nicole Iozzi, Bradford Vice President, at (973) 509-0200.

Marilyn's Man Licensing Expanding with New Deals

[January 3, 2005]- Bradford Licensing Associates, licensing agent for Marilyn's Man, the upcoming documentary based upon the early years of

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Pepsi-Cola Beverages International Licensing Program Continues to Expand in Taiwan

[May 17, 2004] - Bradford Licensing Associates, the international licensing agency for PepsiCo, Inc., is pleased to announce the appointment of Great Protect Co., Ltd., secured through local sub-agent Interasia & Associates.

Great Protect Co., Ltd. will be manufacturing and distributing a variety of products targeting the scooter/bicycle rider including Gloves, Key Chains, Stickers and Wind/Rain Coats. These items will be available in late 2004 and can be found throughout a variety of distribution channels in the Taiwanese marketplace.

Bradford Licensing Associates Announces New Deals to the Marilyn's Man program

[May 10, 2004] - Bradford Licensing Associates, licensing agent for Marilyn's Man, the upcoming documentary based upon the early years of Marilyn Monroe is pleased to announce that it has finalized a license agreement with Barewalls Interactive Art Inc. to expand the Marilyn's Man Licensing Program.

Barewalls Interactive Art Inc., the leading print and poster e-tailer boasting more than 150,000 selections in more than 50 categories will distribute never before seen photographs of Norma Jeane/Marilyn Monroe online via www.barewalls.com. These print-on-demand prints will be available in late 2004.

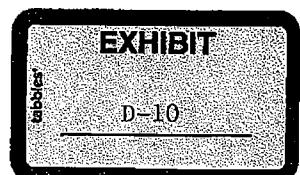
Bradford Licensing Associates to Develop Licensing Program for Fitness Celebrity Monica Brant

[May 5, 2004] - Bradford Licensing Associates is pleased to announce that it has partnered with Monica Brant to develop and manage the Monica Brant licensing program. The goal of the program is to broaden Monica's already well-known persona into the following categories: apparel, fashion accessories, fitness equipment, fitness videos and publishing.

Monica began her career in the fitness industry in 1991. In 1995 Monica turned pro with Joe Weider's IFBB organization after winning her first title in the Jan Tana Fitness Pro. In 1998 Monica won the Fitness Olympia title raising her to the highest level of her sport.

To date Monica has graced the covers of over 50 magazines, books and calendars worldwide, more than any other fitness competitor in the world. Monica is recognized as the standard by which women's fitness, and now figure competitions, should be judged; feminine muscle with feminine curves.

Monica has changed the way the public views women's health with



endless requests for appearances and endorsement offers from all over the world.

Bradford Licensing Associates Announces Appointment of International Representatives to the Aspen Licensing Program

[April 5, 2004] - Bradford Licensing Associates, worldwide licensing agent for the Aspen® brand, is pleased to announce the appointment of additional international representatives. Interasia and Associates has been appointed to represent Aspen® in China, Hong Kong, Indonesia, Malaysia, Singapore, Taiwan, Thailand and Korea; G Squared Promotions, Ltd. for Aspen® in Canada, Media Marketing and Licensing Service, SL Spain and Portugal; International Merchandising SRL for Argentina, Paraguay, Uruguay, Bolivia and Euro Lizenzen will be representing the brand in Germany, Austria, Switzerland, Turkey and Benelux. Additional appointments in Australia and Japan are expected to be announced soon.

Bradford Licensing Associates Announces International Representative Roster to the Marilyn's Man program

[April 5, 2004] - Bradford Licensing Associates, licensing agent for Marilyn's Man, the upcoming documentary based upon the early years of Marilyn Monroe is pleased to announce that it has appointed the following international representatives:

Allsorts Media, Ltd. for The United Kingdom and Ireland; Euro Lizenzen for Germany, Austria, Switzerland, Turkey and Benelux; RMP Licensing for France and Dom Tom; Biplano Licensing SA for Spain and Portugal; G Squared Promotions, Ltd. for Canada. These appointments are in addition to those already announced for BIC in Italy and International Merchandising for S. America.

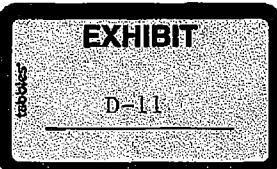
Additional appointments in Australia, Japan and Asia are expected to be announced soon.

Marilyn's Man will feature never before seen photographs of Norma Jeane/Marilyn Monroe, and these images are available for license.

Bradford Licensing Associates Announcing New Deals

[March 23, 2004] - Bradford Licensing Associates, the exclusive licensing agency for PEZ Candy, Inc. in North America, announced today that a host of new deals have been signed to expand the PEZ Candy licensing program.

In a deal finalized today by Bradford Licensing Associates, Graphique De France will create a line of PEZ Calendars, Packaged Stationary,



Posters, and Greeting Cards. Product will be available through specialty and gift stores.

The Italia Collection will be producing a line of PEZ charms which will be available through gift stores, specialty shops, card shops and mall kiosks.

Sakamoto Adds New Array of Product to Existing Pepsi License

[March 19, 2004] - Bradford Licensing Associates, the international licensing agent for PepsiCo, Inc., announced today that Sakamoto, of Japan, has added new Pepsi products to its license agreement. Products include: Ballpoint Pens, Mechanical Pens, Pencils, Pencil Toppers, Erasers, Memo, Files and File Boxes. These items will be available throughout a variety of distribution channels in the Japanese marketplace

Bradford Licensing Associates Announces International Representatives Rosterto the Marilyn's Man program

[March 19, 2004] - Bradford Licensing Associates, licensing agent for Marilyn's Man, the upcoming documentary based upon the early years of Marilyn Monroe is pleased to announce that it has appointed the following international representatives:

Business International Company has been appointed the representative for Italy, the Republic of San Marino, the Vatican City and Italian speaking areas of Malta, while International Merchandising SRL will represent Argentina, Paraguay, Bolivia, Chile and Uruguay.

Additional appointments in Australia, Japan, Canada, Asia, Spain, Germany and The United Kingdom are expected to be announced soon.

Marilyn's Man will feature never before seen photographs of Norma Jeane/Marilyn Monroe, and these images are available for license.

Pepsi-Cola Beverages International Licensing Program Expanding With New Deals Arranged by Bradford Licensing Associates

[March 8, 2004] - Bradford Licensing Associates, the international licensing agency for PepsiCo, Inc., is pleased to announce the following new international Pepsi licenses, secured through local sub-agent Interasia & Associates.

EXHIBIT

D-12

Shanghai Mianye Industrial Co., Ltd. will be manufacturing and distributing a variety of products including Bedroom Textiles: innerwear,

sleepwear, pajamas, bedding, linens, and pillows. Bathroom Textiles: towels, floor mats, and tissue boxes. Home Furnishings: table cloths, phone mats, and dining mats. These items will be available in late 2004 and can be found throughout a variety of distribution channels in the Chinese marketplace.

P.C. Wong Enterprise Sdn Bhd will be manufacturing and distributing men's and women's footwear. These items will also be available in late 2004 and can be found throughout a variety of distribution channels in the Malaysian marketplace.

Bradford Licensing Associates Announces Appointment of Representative in the UK

[February 26, 2004] - Bradford Licensing Associates, licensing agent for the Aspen® brand, is beginning to appoint International Representative to the Aspen® licensing program.

In an agreement arranged by Bradford through Aspen®, Licensing Management International has been appointed to represent Aspen® in the United Kingdom and Eire. The goal of the program is to offer exciting and upscale merchandise at affordable mass market and mid-tier retail price points.

Targeting mass and mid-tier retailers, the Aspen® brand has held a record of proven success.

At present, there is a family of Aspen® brands available for licensing ranging from the Aspen® brand to Aspen Sport and Aspen Extreme. Each has its own application and fit among the product categories to which it can be applied. Initial product categories will include apparel and outerwear, leather goods, luggage and travel goods and footwear. Product is slated to reach the market in late 2005.

Bradford Licensing Associates and Valhalla Productions Join Forces to Develop The Norma Jeane/Marilyn Monroe Limited Edition Collection

[February 3, 2004] - Bradford Licensing is pleased to announce that it has partnered with Valhalla Productions to develop a line of merchandise based around the early years of Marilyn Monroe's life, appropriately titled The Jim Dougherty and Norma Jeane Limited Edition Collection. In addition, there are images from throughout her career, with famed photographer Sam Shaw, titled Shaw Limited Edition Marilyn/Norma Jeane Collection. The birth of these collections stem from the upcoming 92-minute documentary titled Marilyn's Man, a film by Schani Krug.

Through the eyes of Jim Dougherty, Marilyn's first love, the truth about Marilyn's life is revealed from her days as Norma Jeane to the forever loved Marilyn Monroe. Over 500 never before seen photos and clips

EXHIBIT

D-13

make up the film, and these images are now available for license.

The Norma Jeane/Marilyn Monroe Limited Edition Collection of merchandise will draw upon the beauty and timelessness of Marilyn. Products will range from collectibles to publishing, gift items and more forever capturing Norma Jeane and Marilyn.

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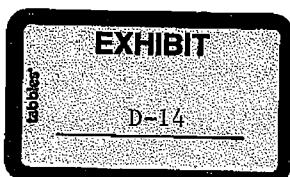
Bradford Licensing Associates Announces New License To The PepsiCo Beverages International Licensing Program

[January 22, 2004] - Bradford Licensing Associates, International licensing agency for PepsiCo, Inc., is pleased to announce that its local representative in France, RMP Licensing, has secured a new license for the French marketplace.

E.C.I will be manufacturing and distributing motion light mirrors and clocks. These fun novelty items will be available in 2004 and can be found throughout a variety of distribution channels in Austria, Belgium, France, Netherlands, Germany, United Kingdom, Ireland, Sweden, Finland, Denmark, Spain, Portugal, Italy, Greece, and Luxembourg.

Bradford Licensing Associates and Aspen Licensing International Join Forces to Develop Worldwide Licensing Program for Aspen® Brand

[January 12, 2004] - Bradford Licensing Associates is pleased to



Bradford Licensing Associates

Bradford Licensing Associates, a global licensing firm partnered with some of the world's best known consumer brands, develops licensing programs in such areas as entertainment, sports, and fashion design. Bradford maintains a network of agents in all major foreign markets, including Europe, the Pacific Rim, and Latin America, and has access to worldwide manufacturing capabilities.

Bradford Licensing Associates

Some Of The World's Best Known Consumer Brands

ABOUT OUR COMPANY

CLIENT OVERVIEW

BRADFORD PRODUCTIONS

PRESS RELEASES

CONTACT BRADFORD

INDUSTRY WEBSITES

Former Clients

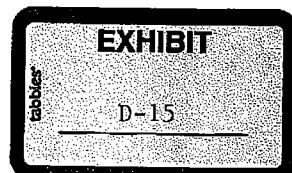
Bradford Licensing Associates

209 Cooper Avenue
Upper Montclair, NJ 07043
Tel: 973.509.0200 Fax: 973.509.7419

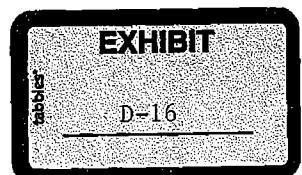
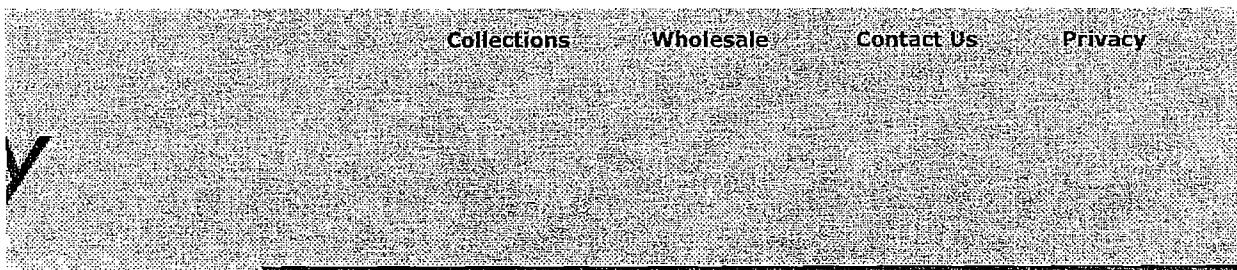
[E-mail Contacts]

Bradford Licensing Associates, a global licensing firm partners with some of the world's best known logos and trademarks. Established in 1984, Bradford is a full service licensing agency with worldwide brand extension capabilities. We develop licensing programs based on the leading corporate brands, television series and characters, fashion brands, sporting events and non-profit organizations. Bradford is based in Northern New Jersey with offices in New York and Los Angeles. The company maintains a network of agents in all major foreign countries, including Europe, the Asia Pacific Rim, and South America.

Re-Designed by Minieri-Lab



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The Italia Collection



Case 1:05-cv-00423-DFH-WTL Document 45 Filed 07/25/2005 Page 17 of 19
The Italia Collection

Italia Collectibles
Officially Licensed
NEW - Mega Links
NEW - Jimi Hendrix
NEW - Icon Bracelets
NEW - Keebler
NEW - Pez
NEW - Kraft
NEW - Dairy Queen
NEW - Snapple
NEW - Kellogg's
NEW - Cheetos
NEW - Fritos
Bratz
Marilyn Monroe
Hostess
Honeymooners
Hawaiian Style
Local Motion
Nascar
Archie
Meow Mix
Rawlings
Morton Salt
Sony Day TV
Yoo Hoo
Fluff Designs
I Love Lucy
Bewitched
Charlie's Angels
I Dream of Jeannie

Italia Classics
Birthday
Birthstones
The Drive In
Everyday Charms
Glitterline
Hand Painted
Love My Pet
Dogs
Military
Sweetheart Line
Virtue Line
World Flags
Zodiac Signs
NEW - Earrings
Mother's Day

Italia Casuals
CZ Letters
Fiat Gold Letters
Starters
Watches
Display Case
Linking Tool

